

1-192A026

THE HILLMAN COMPANY

GRANT BUILDING

PITTSBURGH, PENNSYLVANIA 15219

#15

Rec. No. 7549-C

July 9, 1991

7549-C

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INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of a complete Release of a Conditional Sale Agreement dated June 1, 1974 by and among New England Mutual Life Insurance Company as assignee of General Motors, First Pennsylvania Bank, N.A. and Soo Line Railroad Company as successor in interest to Chicago, Milwaukee, St. Paul and Pacific Railroad Company, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 CFR Section 1177.

The names and address of the parties to the enclosed document are:

Manufacturer:	New England Mutual Life Insurance Company (as assignee of General Motors Corporation) 501 Boylston Street 10th Floor Boston, Massachusetts 02117
Vendee:	First Pennsylvania Bank, N.A. First Pennsylvania Tower, Centre Square Philadelphia, Pennsylvania 19101 Attn: Leasing Department
Guarantor:	Soo Line Railroad Company (as successor in interest to Chicago, Milwaukee, St. Paul and Pacific Railroad Company) Box 530 Minneapolis, MN 55440

Ms. Noretta R. McGee

July 9, 1991

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A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A attached to this letter.

Also enclosed is a check in the amount of \$15.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to Carol Cusick Riley, Esquire, The Hillman Company, 1900 Grant Building, Pittsburgh, Pennsylvania 15219.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Conditional Sale Agreement dated June 1, 1974, among General Motors (Manufacturer), First Pennsylvania Bank, N.A. (Vendee) and Chicago, Milwaukee, St. Paul and Pacific Railroad Company (Guarantor); Recordation Number 7549; Recorded on June 27, 1974.

Very truly yours,



Saveria Saunders
Legal Assistant

sms

Enclosure

EXHIBIT A

**6 3,000 H.P. Model EMD SD-40-2 Locomotives, MILW Road
Numbers 204 to 209, both inclusive.**



7549 C
JUL 11 1991 -12 30 PM
INTERSTATE COMMERCE COMMISSION
July 3, 1991

Ms. Noretta McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Complete Release

Dear Ms. McGee:

Please record a complete release of the interest of New England Mutual Life Insurance Company in the locomotives subject to the Conditional Sale Agreement dated June 1, 1974 among New England Mutual Life Insurance Company as assignee of General Motors (Manufacturer), First Pennsylvania Bank, N.A. (Vendee) and Chicago, Milwaukee, St. Paul and Pacific Railroad Company (Guarantor), Recordation Number 7549; Recorded on June 27, 1974.

Once recorded, please send a stamped copy of this release to Carol Cusick Riley, Esquire, The Hillman Company, 1900 Grant Building, Pittsburgh, Pennsylvania 15219.

NEW ENGLAND MUTUAL LIFE
INSURANCE COMPANY

By: Boylston Capital Advisors, Inc.
its asset manager and advisor
hereunto duly authorized

By: Kenneth J. Frey, Jr.
KENNETH J. FREY, JR.
VICE PRESIDENT

COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF SUFFOLK)

On July 3, 1991, there personally appeared before me, Kenneth J. Frey, Jr., a Vice President of Boylston Capital Advisors, Inc., asset manager and advisor for New England Mutual Life Insurance Company, a Massachusetts corporation, personally known to me to be the person who executed the within instrument on behalf of said Boylston Capital Advisors, Inc., and that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors and he acknowledged said instrument to be the free act and deed of said corporation.

Witness my hand and official seal.


Notary Public

My Commission Expires:

JENNIFER K. McCABE
NOTARY PUBLIC
Commonwealth of Massachusetts
My Commission Expires May 22, 1998

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